



The David J. Joseph Company



September 29, 2003

RECORDATION NO. 18831-A FILED

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20006-0001

OCT 21 '03 8:53 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of a Release dated September 25, 2003, by The David J. Joseph Company.

Please file this agreement as secondary documents bearing Recordation Numbers 18831-A and 18832-B as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 18831 and 18832-A. The filing fee in the amount of \$60.00, is included in the enclosed check. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 345-4425.

Sincerely,

The David J. Joseph Company

Linda M. Baughman
Director, Contract Administration

Enclosures

**Executive and
General Offices**

300 Pike Street
Cincinnati, Ohio 45202-4214
513/621-8770
Fax 513/345-4396

Mail Address

P.O. Box 1078
Cincinnati, Ohio 45201-1078

District Offices

Birmingham
Charlotte
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Cincinnati
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Omaha
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Salt Lake City
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RELEASE

SURFACE TRANSPORTATION BOARD

This Release is executed as of September 25, 2003, by The David J. Joseph Company, a Delaware corporation.

WHEREAS, The David J. Joseph Company ("Lessor") and Arkansas Power & Light Company ("Lessee") were parties to that certain lease dated February 10, 1994 ("Lease"). One hundred and fourteen (114) railcars bearing reporting marks and numbers DJJX 7000-7113, inclusive, ("Railcars") were the subject of the Lease. The Lease was recorded at the Interstate Commerce Commission ("ICC") on June 3, 1994 under Recordation No. 18832.

WHEREAS, Lessor sold the Railcars and assigned the Lease to The First National Bank of Maryland ("FNBMD") on May 31, 1994. The Bill of Sale dated May 31, 1994, was filed with the ICC on June 3, 1994 under Recordation No. 18831.

WHEREAS, Lessor assigned the Lease to FNBMD on May 31, 1994, which was evidenced by filing a Memorandum of Assignment and Assumption Agreement dated as of May 31, 1994 with the ICC on June 3, 1994 under Recordation No. 18832-A.

WHEREAS, at the expiration of the Lease, Lessor purchased back the Railcars from FNBMD under that certain Purchase and Sale Agreement ("P&SA") dated January 30, 1997.

NOW THEREFORE, in consideration of the premises and mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt of which is hereby acknowledged, Joseph and USB agree as follows:

1. The Lease holding Recordation No. 18832, the Memorandum of Assignment and Assumption Agreement holding Recordation No. 18832-A, and the Bill of Sale holding Recordation No. 18831 are hereby terminated. The David J. Joseph Company ("DJJ") hereby (a) releases all rights, interests or claims to, and all liens and encumbrances upon, the Railcars, and (b) represents and warrants that such Railcars may be sold, leased or otherwise transferred by DJJ free and clear of any further interest of the Lessee or FNBMD under the P&SA and without the consent of FNBMD.

2. DJJ has executed this Release for purposes of memorializing of record the agreements set forth herein.

IN WITNESS WHEREOF, DJJ has caused this Release to be duly executed by their officer duly authorized as of the date and year first above written.

THE DAVID J. JOSEPH COMPANY

By: Linda M. Baughman

Name: Linda M. Baughman

Title: Director, Contract Administration

State of OHIO)
) ss:
County of HAMILTON)

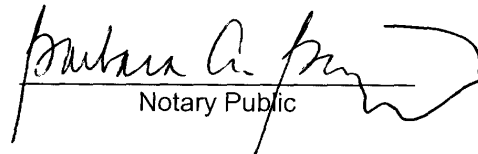
The foregoing instrument was acknowledged before me this 25th day of September, 2003, by Linda M. Baughman, the Assistant Secretary of The David J. Joseph Company, a Delaware corporation on behalf of the corporation.

Angela Denise Watts
Notary Public
Hamilton County
My Commission Expires: _____

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

CERTIFICATE

The undersigned, Barbara A. Brzezicki, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.


Notary Public



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006